

06-12-2000

3:00 MAY 15 PM 3:02



101378699

To the Honorable Assistant Commissioner
for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Jarritos, Inc. *M.W. 5/15*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Texas
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Dulceco, L.L.C.
 Internal Address: _____
 Street Address: 1477 Lomaland, Building E, Suite 7
 City: El Paso, Texas 79935

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 13, 2000

Application number(s) or trademark number(s):
 A. Trademark Application No(s).
75/581,395

B. Trademark registration No(s).

Additional numbers attached? Yes No

4. Name and address of party to whom correspondence concerning document should be mailed:
 Name: William Y. Klett, III
 Internal Address: AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
 Street Address: P.O. Box 12870
 City: San Antonio State: TX Zip: 78212

5. Total number of applications and registrations involved: 1

6. Total fee (37 C.F.R. § 3.41) \$ 40
 Enclosed
 Authorized to be charged to deposit account

7. Deposit account number:
01-0477
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William Y. Klett, III

 William Y. Klett, III, Reg. 41,903

5/10/00

 Date

06/09/2000 DNGUYEN 00000163 75581395 Total number of pages including cover sheet, attachments and document: 4
 01 FC:461 40.00 OP

TRADEMARK ASSIGNMENT


WHEREAS, Jarritos, Inc., a corporation organized under the laws of the State of Texas, whose address is 1477 Lomaland; Building E, Suite 7; El Paso, Texas 79935, hereinafter referred to as Assignor, was the owner of the mark CANE FARMER DESIGN, allowed on November 28, 1999, which is listed in Schedule A attached hereto and made a part hereof, and the rights appurtenant thereto (the "Trademark"); and

WHEREAS, Jarritos sold, transferred, conveyed, and assigned unto Tipp Distributors, Inc. (Tipp), a corporation organized under the laws of the State of Texas, whose address is 1477 Lomaland, Building E, Office 7; El Paso, Texas 79935 the entire right, title, and interest in and to said Trademark together with the goodwill of the business symbolized by said Trademark by assignment dated April 13, 2000; and

WHEREAS, Tipp sold, transferred, conveyed, and assigned unto Dulceco, L.L.C. (Dulceco), a corporation organized under the laws of the State of Delaware, whose address is 1477 Lomaland, Building E, Suite 7; El Paso, Texas 79935; the entire right, title, and interest in and to said Trademark together with the goodwill of the business symbolized by said Trademark by assignment dated April 13, 2000.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Jarritos hereby acknowledges and affirms that the entire right, title, and interest in and to said Trademark, together with all registrations of said Trademark, including those specifically herein before identified, the right to recover for past infringement of said Trademark, and the goodwill of the business in connection with which said Trademark is used and which is symbolized by said Trademark, has been sold, transferred, conveyed, and assigned unto Dulceco.

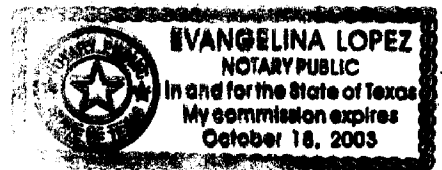
[signature page follows]

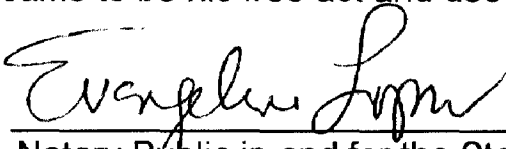


Ramon Carrasco, President
Jarritos, Inc.
1477 Lomaland
Building E, Suite 7
El Paso, Texas 79935

STATE OF TEXAS §
 §
 §
COUNTY OF EL PASO §

On this 13th day of April, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared RAMON CARRASCO, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.





Notary Public in and for the State of Texas

My Commission expires:

SCHEDULE A

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>International Class</u>
CANE FARMER DESIGN	75/581,395	10/13/98	(allowed)	30